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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

August 24, 2012

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W , Suite 100
Washington, DC 20423-0001
Attn. Recordation of Railroad Equipment

Re: Memorandum of Partial Lease Termination

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are three (3) originals of a Memorandum of Partial Lease Termination dated August 24, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board on July 12, 2012 at 3:39 p m under recordation number 29894-B

The names and addresses of the parties to the enclosed document are

| | | | |
|---------|--|---------|--|
| Lessor. | First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018 | Lessee. | Verso Paper Corp. 6775 Lenox Center Ct. Suite 400 Memphis, TN 38115 |
|---------|--|---------|--|


The enclosed document is for five (5) Bulkhead flatcars having FURX marks, (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease

A short summary of the document to appear in the index follows: Memorandum of Partial Lease Termination

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(VEPA003)

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NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION**SURFACE TRANSPORTATION BOARD**

THIS NOTICE OF MEMORANDUM OF PARTIAL LEASE TERMINATION (the "Memorandum") dated as of August 24, 2012 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of September 12, 2011, and Rider No. 3 dated July 6, 2012 (collectively, the "Lease"), between Lessor and Verso Paper Corp., (the "Lessee"), a Delaware corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on July 12, 2012 at 3:39 p.m. with recordation number 29894-B.

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board have been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Partial Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the party hereto has caused this Memorandum to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:**FIRST UNION RAIL CORPORATION**

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: 

EXHIBIT A
to
MEMORANDUM OF PARTIAL LEASE TERMINATION

| | |
|----------------------|--|
| NUMBER OF CARS: | Five (5) |
| DESCRIPTION OF CARS. | Bulkhead flatcars |
| CAR NUMBERS: | FURX 50018 FURX 50019 FURX 50020 FURX 50021 FURX 50023 |